X-MEN ™

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THE ALL-NEW, ALL-DIFFERENT

X-MEN ™

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PHOENIX ALONE.. AGAINST THE MOST FEARSOME FOE OF ALL!

THE FLAME, THE FRENZY.. AND FIRELORD!

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS--feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

PHOENIX UNLEASHED!

A PRIVATE AIRFIELD IN WESTCHESTER, NEW YORK...

IT'S ERIC THE RED--HERE AT OUR HEADQUARTERS!

GET HIM, X-MEN!

AFTER ALL HE HAS DONE TO US THESE PAST MONTHS, TOVARISCH CYCLOPS--

--IT WILL BE A PLEASURE!

CREDITS:
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THEY ATTACK WITHOUT A MOMENT'S HESITATION...

TOO LONG HAVE YOU TOYED WITH US, VILLAIN, LETTING OTHERS FIGHT YOUR BATTLES FOR YOU!

BUT THE DAY OF RECKONING IS AT HAND! TAKE HIM, CYCLOPS!

...NEVER REALIZING THAT THEY JUST WALKED INTO A TRAP.

ANY TIME, COLOSSUS!

ZZ

RAK!

STOP... I BEG YOU! I COME IN PEACE!

FINE BY ME BUB--'CAUSE YER GOIN' IN PIECES!

I HAVE SEEN ENOUGH!

HUH?! WHO SAID THA--

AARRRGH!

I AM GALACTUS' FORMER HERALD, HE WHOSE POWER IS LIKE UNTO THAT OF A RAGING SUN!

I AM FIRELORD!

CYCLOPS! ERIC HAS ANOTHER ALLY! WE'RE UNDER ATTACK!

NO KIDDIN'! HOW'D'JA GUESS, LADY?

YEOWW!

WHO IS THIS CLOWN, F'R CRYIN' OUT LOUD?!

AND I SAY YOU WILL HARM ERIC THE RED NO MORE--

--ON PERIL OF YOUR LIVES!

SHZ

AK!

=UNNNNH!=

MEIN GOTT! THE ALIEN'S FIRESTAFF TOOK OUT COLOSSUS AND CYCLOPS WITH JUST ONE SHOT!

HE'S IGNORING ME--GOING FOR THE STRONGER X-MEN.

IF I CAN JUST DISTRACT FIRELORD, KEEP HIM BUSY UNTIL THE OTHERS HAVE RECOVERED--

--WE CAN ATTACK AS A TEAM! THAT WAY WE MIGHT HAVE A CHANCE!

THOD!

WHA--?!

FOOL! YOUR ACROBATICS MEAN NOTHING TO ONE BORN TO COURSE THE WINDS OF INTER-STELLAR SPACE!

UNN GNH!

BANSHEE, TAKE CARE OF NIGHTCRAWLER! I'M GOING FOR FIRELORD!

STORM--DON'T! HIS POWER IS MORE THAN YOU CAN COPE WITH!

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TOO LATE, KURT WAGNER...

THIS FARCE HAS GONE ON LONG ENOUGH, X-MEN. YOU HAVE SOWN THE WIND...

...NOW SHALL YOU REAP THE WHIRLWIND!

BUT WHY, FIRELORD?! WE'VE DONE YOU NO HARM--

AARRRGH!

THEY FALL, UNCONSCIOUS, AND THE BATTLE IS OVER.

FROM START TO FINISH, IT'S BEEN LESS THAN A MINUTE.

ERIC, ARE YOU ALL RIGHT?

I AM... WELL, MY FRIEND. BUT DID YOU HAVE TO TREAT THE X-MEN SO HARSHLY!

THEY NEEDED TO BE TAUGHT A LESSON.

I SUPPOSE YOU'RE RIGHT.

INDEED, THEY SHOULD CONSIDER THEMSELVES LUCKY TO STILL BE ALIVE.

I, TOO, AM LUCKY TO BE ALIVE! HAD YOU NOT SAVED ME, XAVIER'S MUTANTS WOULD HAVE SLAIN ME WITHOUT A SECOND THOUGHT.

SUCH A PITY FIRELORD DOES NOT KNOW I'M LYING, THAT THE X-MEN WOULD NOT HAVE KILLED ME--

--THOUGH I WOULD HAVE SLAIN THEM HAD I BEEN GIVEN THE CHANCE! HOW IRONIC, I THOUGHT ALL WAS LOST WHEN MY SENSORS REPORTED THAT THE X-MEN HAD ESCAPED MAGNETO.*

ALL WOULD HAVE BEEN LOST HAD FIRELORD NOT CHANCED BY MY COMMAND BASE AT THAT VERY MOMENT-- BLESS THE GODS.

I WAS READY FOR HIM IN NO TIME.

*LAST ISH. --AG.

"WHAT CARED *I* IF MY IMPROVISED SCENARIO DEMANDED THE *SACRIFICE* OF MY TWO *MIND-THRALLED* PAWNS...?

HAVOC! LOOK!

GREAT! OUR AMBUSH HAS DRAWN A *WITNESS!*

HUMANS, I MEAN YOU *NO HAR--* ARRRRH!

IT'S ONLY ANOTHER *ALIEN*, POLARIS! *CUT HIM DOWN* JUST LIKE WE DID *ERIC THE RED!*

"FIRELORD'S ANGER IS *LEGEND* THROUGHOUT THE GALAXIES! I WAS *COUNTING* ON IT--

BY THE *BLACK NEBULA!* I CAME IN *PEACE*...

... AND THESE HUMANS *RESPOND* BY TRYING TO *KILL ME!*

"--TO *BLIND* HIS REASON. TO *PROMPT* HIM TO REACT TO *ONE* ATTACK WITH AN EVEN *DEADLIER* ONE.

SHLAM!

"I WAS *NOT* DISAPPOINTED.

WHO *ARE* YOU? WHY DID THEY SEEK YOUR *DEATH?*

I AM AN *EXPLORER*, LIKE YOURSELF, FIRELORD. THESE *X-MEN* SEEK TO *RULE* THIS WORLD. I GOT IN THEIR *WAY.*

I-- I TRIED TO *STOP THEM*, YOU SEE...

"HE DID NOT WHOLLY *BELIEVE* ME AT FIRST, HAVING BEEN *DECIEVED* ON EARTH BEFORE--"

--SO I LED HIM *HERE*, KNOWING THE X-MEN WOULD *ATTACK* ME AT *FIRST SIGHT.* THEY'VE PLAYED THEIR PARTS *ADMIRABLY*, AND FIRELORD IS NOW *CONVINCED--!*

WE'VE CRIPPLED THE MONSTER'S *BODY*, ERIC, BUT THE HEAD *REMAINS*--THE X-MEN'S LEADER, *CHARLES XAVIER!*

A MAN I *SWEAR* TO *SLAY!*

"SHIP'S LOG, IMPERIAL DATE 2131.6: WE HAVE FOLLOWED PRINCESS LILANDRA NERAMANI ACROSS THE FACE OF THE KNOWN--AND UNKNOWN-- UNIVERSE...

"...AND NOW, WHEN SHE IS WITHIN SIGHT OF HER GOAL...

"...WE HAVE CAUGHT UP WITH HER.

"HER SCOUT SHIP HAS BEEN PUSHED BEYOND ENDURANCE, YET STILL SHE ELUDES OUR PHOTON TORPEDOS. WHICH ISN'T SURPRISING, FOR UNTIL SHE LED THE GREAT REBELLION, LILANDRA WAS GRAND ADMIRAL OF THE IMPERIAL FLEET.

"AND I WAS HER PROUDEST CAPTAIN. WHICH IS WHY THE EMPEROR-- HER BROTHER-- SENT MY SHIP TO DESTROY HER."

STATUS REPORT, SCIENCE OFFICER.

CLASS M WORLD, CAPTAIN. SENTIENT, HOMINID LIFE FORMS-- LEVEL 4.7 ON THE VARAKIS SCALE.

I'LL HAVE MORE IN A MOMENT.

SHE'LL BE IN PLANETARY ATMOSPHERE SOON, CAPTAIN! THE PRIME DIRECTIVE---

DOES NOT APPLY IN THIS CASE, MR. S'LAR. MAINTAIN FIRING RANGE.

CONTINUING COMPUTER SCAN! OUR ON-PLANET AGENT REPORTS MULTIPLE INSTANCES OF KREE, SKRULL, BADOON, EVEN CELESTIAL ACTIVITY! NOTHING FOR US TO WORRY ABOUT--

WAIT! THERE'S SOMETHING MORE!

CAPTAIN! THIS PLANET HAS FACED GALACTUS FOUR TIMES IN ITS IMMEDIATE PLANETARY HISTORY--

--AND BEATEN HIM BACK!

WHA-A-A-T?!?

HARD ABOUT! COURSE 181, MARK 7--MAXIMUM SUBLIGHT ACCELERATION! FULL POWER TO THE DEFENSIVE SCREENS!

SCIENCE OFFICER, I WANT A SCALE-ONE SENSOR SCAN OF THAT PLANET! ALL OTHER STATIONS MAINTAIN BATTLE ALERT!

IF THIS "PRIMITIVE" WORLD HAS INDEED FOUGHT OFF GALACTUS--! GODS BELOW, THEIR POWER MAY RIVAL THAT OF THE EMPIRE ITSELF!

THERE'S TIME TO FIRE A FINAL SALVO BEFORE THE CRUISER PULLS OUT OF RANGE.

SOME OF THE PHOTON TORPEDOS MISS...

4:03...

ZZZ ZZZ

...SOME DO NOT.

MEANWHILE, DOWN ON TERRA FIRMA, IN A CERTAIN FIFTH-FLOOR WALK-UP APARTMENT LOCATED IN NEW YORK'S GREENWICH VILLAGE...

TELL ME, JEAN DEAR--HOW DID YOU FIND THIS LOVELY FLAT?

THAT'S YOUR CUE, MISTY.

THANKS A LOT. WELL, MRS. GREY, JEAN AN' I WERE BOTH LOOKIN' AT THE PLACE, WE BOTH LIKED IT--BUT NEITHER OF US COULD AFFORD IT ON OUR OWN.

OVER COFFEE, WE DISCOVERED THAT WE LIKED EACH OTHER, TOO, SO WE DECIDED--WHAT THE HEY--WE'D TRY BEIN' ROOM-MATES. IT'S WORKING OUT PRETTY WELL.

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I'M GLAD OF THAT. Y'KNOW, XAVIER, I ALWAYS FELT THAT YOUR SCHOOL WAS TOO INSULAR-- EH?!

JOHN--? OH, MY GOODNESS!

SK ZAK

WHAT THE--?!?

JEAN, IT... LOOKS LIKE THAT STAR TREK TRANSPORTER EFFECT.

THAT'S CRAZY, MISTY! BUT--

NO!

IT'S IMPOSSIBLE! YET, IT'S HAPPENING-- AND THIS TIME EVERY-ONE CAN SEE IT--

--I'M COMING FACE-TO FACE WITH THE FIGURE FROM MY NIGHTMARES!!

THERE'S A MOMENT'S ABSOLUTE SILENCE AS THE TELEPORT BEAM FADES, BROKEN BY A SHARP CLICK AS THE FIGURE UNSEALS ITS HELMET. AND THEN...

LILANDRA!!

JEAN, *QUICKLY!* YOU MUST *HELP HER!*

WAY *AHEAD* OF YOU, PROFESSOR! GIVE ME A *HAND* WITH HER *SUIT*, MISTY.

A FEW MINUTES LATER...

SHE'S... *BEAUTIFUL*. BUT WHO *IS* SHE, PROFESSOR? YOU SEEMED TO *KNOW HER*.

WE'VE *NEVER* MET BEFORE ...AND YET...

THKOW!

ELAINE, LOOK OUT! *THE WALL!*

GET DOWN, DARLING!

HEAR ME, HUMANS! I AM *FIRELORD!*

I HAVE COME FOR *PRINCESS LILANDRA* AND THE MAN CALLED *CHARLES XAVIER*.

RESIST ME AT YOUR *PERIL*.

BUSTER, IF YOU *THINK*--!

GET MY FOLKS TO *SAFETY*, MISTY. I'LL *HANDLE* THIS.

AS FOR *YOU*, FIRELORD, YOU JUST MADE THE *BIGGEST* MISTAKE OF YOUR *LIFE*--

--BECAUSE I AM *Phœnix!*

AND *I* WANT YOU-- TO GET OUT OF MY HOUSE!!

INCREDIBLE! IN ALL MY DAYS ON THIS MISBEGOTTEN WORLD, ONLY THOR HAS STRUCK ME WITH SUCH POWER!

BUT I WARN YOU, WOMAN--THE POWER OF GALACTUS HIMSELF WILL NOT KEEP ME FROM XAVIER!

WHY DO YOU WANT HIM? HE'S DONE NOTHING TO YOU.

I DON'T BELIEVE THIS! I'M... FLYING!

AND... THERE'S POWER SURGING THROUGH MY BODY I NEVER EVEN DREAMED EXISTED!

YOU LIE! HE SEEKS TO RULE YOUR WORLD--WITH THE X-MEN LEADING HIS CONQUERING HORDE!

PAL, YOU'VE FLIPPED YOUR FLAME-HAIRED WIG. PROFESSOR XAVIER NO MORE WANTS TO RULE THE EARTH THAN I DO.

BUT IF IT'S A FIGHT YOU WANT, HOTSHOT--!

HER ATTACK IS SAVAGE, SURPRISING BOTH OF THEM WITH ITS PRIMAL FURY--

--HURLING FIRELORD DOWN TOWARD THE CROWDED ENVIRONS OF WASHINGTON SQUARE PARK.

...ANYWAY, DAVE, HE HITS THE GROUND WITH THIS INCREDIBLE...

...SOUND EFFECT...

STOP

FOOM!

... uh... AND... uh, DAVE?! AREN'T YOU LISTENING?

CHRIS, DO US ALL A FAVOR--

--SHUT UP AN' RUN!!

CUT: TO A SHADOWED ALLEY-WAY NEAR JEAN'S BUILDING...

THIS PHOENIX IS MORE TROUBLE THAN I'D ANTICIPATED! HER POWER RIVALS FIRELORD'S.

BUT WHILE SHE FIGHTS FIRELORD, XAVIER IS DEFENSELESS! THIS IS MY LAST CHANCE TO STOP THE PRINCESS. I DARE NOT FAIL!

YOU MUST BE MAD, WOMAN, TO PIT YOUR PUNY MUTANT POWER AGAINST MINE!

I WAS GALACTUS' HERALD-- AND MINE IS THE POWER COSMIC! NOTHING THAT LIVES CAN STAND AGAINST MY STARBOLTS.

AND DEATH IS THE PENALTY FOR THOSE WHO TRY!

JOHN, IS--IS THAT OUR... DAUGHTER?

X...AVIER... HAVE SOUGHT YOU... I... SO LONG... DESPERATE NEED-- GODS!

BE CALM, LILANDRA. EVEN A TELEPATHIC LANGUAGE COURSE TAKES SOME TIME.

SORRY, PROFESSOR, BUT TIME'S JUST RUN OUT.

FREEZE IT, BUSTER-- ANOTHER MOVE AN' I'LL FIRE!

ERIC THE RED!

SHAKARI!

AYE, PRINCESS-- SHAKARI! WHO YOU EXILED TO EARTH--

NOW, AT YOUR BROTHER'S IMPERIAL COMMAND I HAVE COME TO TAKE YOU HOME TO DIE!

ZARRG!

THE STUN BLAST TAKES CARE OF EVERYBODY IN THE APARTMENT. AND FROM THERE, IT'S A SHORT CLIMB TO THE ROOF, A FAST TEN MINUTES' WORK TO CONSTRUCT THE STAR-GATE.

FOR A MOMENT, AGENT DAVAN SHAKARI OF IMPERIAL INTELLIGENCE THINKS HE'S HOME FREE, BUT THEN...

THE X-MEN!

YOU PITIFUL BARBARIANS, DON'T YOU REALIZE YOU'RE TOO LATE?

BREAK LEFT, STORM! ERIC'S OPENED FIRE ON THE HOVERJET!

FZAK!

WHAT'S'A MATTER, LEADER-MAN? THIS MORE'N YOU CAN HANDLE?

GET OFF MY BACK, WOLVERINE!

THE CONTROLS ARE FUSED! WE'RE GOING DOWN!

THE TURBOFANS ARE RUNNING WILD, SHATTERING THE ENGINES--!

BAIL OUT, ALL OF YOU! WE'VE ONLY SECONDS BEFORE THIS CRATE--

OH, NO, NOT AGAIN!

BOOM!

THE X-MEN FALL, AS ERIC ACTIVATES HIS STARGATE, WHILE HIGH ABOVE, PHOENIX SHAKES OFF FIRELORD'S ATTACK AS IF IT WERE NOTHING...

DEATH DOESN'T FRIGHTEN ME, HERALD! YOU SEE, MY FRIEND, I'VE BEEN THERE!

SHE GESTURES, HER THOUGHTS INSTANTLY TRANSFORMED INTO AWESOME, FIERY REALITY, BACKED BY THE POWER OF THE SUN ITSELF--!

--AND FIRELORD IS GONE, BLASTED TWELVE MILES WEST ACROSS THE HUDSON TO THE JERSEY MEADOWLANDS.

NOW TO FINISH HIM OFF-- WHAT?! IT'S PROFESSOR X, CONTACTING ME TELEPATHICALLY!

JEAN--LISTEN! FIRELORD ISN'T IMPORTANT! STAKES ARE FAR HIGHER THAN ANY OF US SUSPECTED!

COME QUICKLY! I'LL FILL YOU IN ON WHAT I'VE LEARNED FROM LILANDRA!

UNDERSTOOD, PROFESSOR. I'M ON MY WAY.

AND YET, PART OF ME STILL WANTS TO GET FIRELORD-- TO... KILL HIM! MY POWER-- IT'S HITTING ME LIKE A DRUG. I'VE NEVER FELT SUCH... ECSTACY!

GOD IN HEAVEN, WHAT HAVE I BECOME?

HER ANGUISHED QUESTION GOES UNANSWERED AS SHE SOARS TOWARDS HER APARTMENT, HER FELLOW X-MEN CLOSING IN FROM THE OPPOSITE DIRECTION...

I'VE GOT CYCLOPS, STORM--BUT WHERE'S NIGHTCRAWLER?

I THOUGHT YOU HAD HIM, BANSHEE!

DON'T SWEAT IT, LADY! THE GOBLIN'S PROBABLY "BAMFED" HIMSELF OVER TO JEAN'S ROOF-TOP, SO'S HE COULD HOG ALL THE ACTION!

CLOSE, WOLVERINE... BUT NOT QUITE...

Del FLORIA'S

COULDN'T RISK *TELEPORTING* TO JEAN'S ROOF--

-- I DIDN'T GET A *GOOD LOOK* AT IT WHEN I *FELL*, AND I CAN'T *'PORT* UNLESS I KNOW *EXACTLY* WHERE I'M GOING. BUT *THIS* WAY'S JUST AS *GOOD*--!

--AND A LOT MORE FUN! THERE HE IS-- BUT *WHO'S* HE *CARRYING*?!

FAREWELL, XAVIER!

DON'T WORRY, PROFESSOR! *I'LL GET HIM!*

ERIC, *WAIT!* YOU DON'T *UNDERSTAND!* YOU HAVE NO IDEA WHAT'S GOING TO HAPPEN!

HEY!

FMAB

THUD

OH, NO! THE *STARGATE*! ERIC *SHUT IT OFF!*

MY ACHING *BACK*! I WISH *SOMEONE* WOULD TELL ME WHAT'S HAPPENING, *PERIOD*!

GODS OF THE EARTH AND AIR, IS THAT... *PHOENIX*?!

CURSE YOU, *ERIC*!

IT *CAN'T* END LIKE THIS... IT *MUSTN'T*!

XAVIER! WHO ARE THESE COSTUMED PEOPLE? WHAT'S THE MEANING--?!
JEAN, DEAR--
MOM, DAD--LATER! THERE'S NO TIME TO EXPLAIN!
ARE YOU BLIND, JEAN? YOU'VE PLENTY OF TIME, NOW--BECAUSE ERIC'S TAKEN LILANDRA AND SHUT OFF THE STAR-GATE BEHIND HIM!
FOR ALL OUR SUPPOSED POWER, WE'RE HELPLESS TO SAVE HER!
CALM DOWN, PROFESSOR. THINGS AREN'T THAT BAD YET.
YOU TOLD ME TELEPATHICALLY THAT LILANDRA LED A REVOLT TO STOP HER BROTHER FROM DOING... SOMETHING SHE THINKS WILL DESTROY THE ENTIRE UNIVERSE!
SHE LOST... AND CAME HERE SEEKING OUR AID. ERIC THE RED IS SOME KIND OF SECRET AGENT, ASSIGNED TO PREVENT THAT BY KILLING US OR CAPTURING HER--
--BUT DESPITE HIM, WE MAY YET HELP LILANDRA!
WE CAN GO AFTER THEM THROUGH THE STAR-GATE. PHOENIX HAS ENOUGH RAW POWER TO GET US THAT FAR, AT LEAST.
MY... GOD. JEAN USED TO BE THE WEAKEST X-MAN. NOW SHE POWERS UP AN INTER-STELLAR TRANS-PORTER WITHOUT BATTING AN EYELASH...
PROFESSOR, THE RISKS--! IS OUR GOING REALLY THAT IMPORTANT?
IT IS, SCOTT.
THEN, MY FRIENDS, WE KNOW ALL WE NEED TO KNOW.
WE'LL BE BACK WI' THE LADY, CHARLES! DON'T YE WORRY.

I'D BETTER GO ALONG! SOMEONE'S GOT TO KEEP THEM OUT OF TROUBLE, PROFESSOR.

JEAN... GOOD LUCK, MY CHILD. I ONLY WISH THERE WAS SOME OTHER WAY.

JEAN, WAIT!!

JEAN!

COME BACK!!

I WANT AN EXPLANATION, XAVIER!

WHAT HAVE YOU DONE WITH OUR DAUGHTER?!!

I THINK I HAVE SENT HER -- AND MY X-MEN AS WELL, MR. GREY--

--TO THEIR DEATHS.

PSYLOCKE

I HATE TO BUTT IN, PROF, BUT COMPANY'S COMIN'! AND HE SURE LOOKS ANGRY!

WHERE IS SHE? WHERE IS PHOENIX!?!

OUR BATTLE IS FAR FROM ENDED, HUMANS! TELL ME WHERE SHE IS, OR--BY ALL THE STARS IN SPACE--

--I'LL BLAST YOU AND YOUR DUST-MOTE WORLD TO ATOMS!

THEN BLAST AWAY, FIRELORD, FOR PHOENIX IS WHERE YOU CANNOT REACH HER!

YOU MAY DESTROY THE EARTH TODAY, BUT IF THE X-MEN FAIL--TOMORROW THE UNIVERSE WILL DIE!

NEXT THE BEGINNING OF THE END!